

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM310805

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hornblower Group, LLC		12/23/2013	LTD LIAB JT ST CO: CALIFORNIA

RECEIVING PARTY DATA

Name:	Hornblower Group, Inc.
Street Address:	Pier 3, The Embarcadero
Internal Address:	Hornblower Yachts, LLC
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2567652	CRUISE US
Registration Number:	2521625	HORNBLOWER
Registration Number:	3593946	RESPECT OUR PLANET
Registration Number:	3523668	STATUE CRUISES
Serial Number:	77397111	FREEDOM CRUISES
Registration Number:	3553140	ALCATRAZ CRUISES
Serial Number:	77401799	BATTERY LANDING
Registration Number:	3523740	HORNBLOWER
Registration Number:	3556542	ADVENTURES AT SEA
Serial Number:	77490175	STATUE HOSPITALITY
Serial Number:	77519567	RESPECT OUR PLANET
Registration Number:	4094034	HORNBLOWER LANDING
Serial Number:	77562216	LIBERTY HOSPITALITY
Registration Number:	3828926	HORNBLOWER HYBRID
Serial Number:	77565463	HORNBLOWER TRYBRID
Serial Number:	77566086	HORNBLOWER ZERO EMISSION
Registration Number:	3804527	BETWEEN THE SEA AND THE SKY
Serial Number:	77757345	HYDROTINI

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	77841711	HORNBLOWER'S RESTAURANT
Registration Number:	3929912	SIGHTS & SIPS
Registration Number:	3001594	SEA CALIFORNIA
Registration Number:	4068010	ALCATRAZ LANDING
Registration Number:	3148575	ALWAYS A PLEASURE
Serial Number:	85034090	HORNBLOWER'S CAFÉ
Serial Number:	85103039	FLAGSHIP EVENTS
Registration Number:	4261793	LIGHTS & SIPS
Registration Number:	4526067	NIAGARA FALLS CRUISES

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 415-983-8297
Email: rjacobs@hornblower.com
Correspondent Name: Richard C Jacobs
Address Line 1: Pier 3, The Embarcadero
Address Line 2: Hornblower Yachts, LLC
Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Terry A. MacRae
SIGNATURE:	/Terry A. MacRae/
DATE SIGNED:	07/16/2014

Total Attachments: 2
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Articles of Incorporation
with Statement of Conversion

DEC 23 2013

I

The name of the corporation is Hornblower Group, Inc.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and California street address of the converted corporation's initial agent for service of process are:

<u>Terry A. MacRae</u>			
Agent's Name			
<u>Pier 3, The Embarcadero</u>	<u>San Francisco</u>	<u>CA</u>	<u>94111</u>
Agent's Street Address	City	State	Zip Code

IV

The initial street address and mailing address of the converted corporation are:

<u>Pier 3, The Embarcadero</u>	<u>San Francisco</u>	<u>CA</u>	<u>94111</u>
Initial Street Address of Corporation	City	State	Zip Code
<u>Pier 3, The Embarcadero</u>	<u>San Francisco</u>	<u>CA</u>	<u>94111</u>
Initial Mailing Address of Corporation	City	State	Zip Code

V

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.

VI

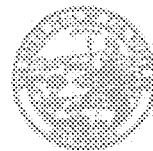
(Statement of Conversion)

The name of the converting California limited liability company is Hornblower Group, LLC.
 The limited liability company's California Secretary of State file number is 201117110021.
 The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under California Corporations Code section 17540.3. There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a California stock corporation.

I declare I am the person who executed this instrument, which execution is my act and deed.

Terry A. MacRae, Manager of Hornblower Group, LLC and incorporator
 _____, Manager of _____ and incorporator

Article III: If an individual is designated as the initial agent for service of process, include the agent's business or residential street address in California (a P.O. Box address is not acceptable). If another corporation is designated as the initial agent for service of process, do not include the address of the designated corporation. Article IV: List the initial street address of the corporation (a P.O. Box address is not acceptable), and if different, include the initial mailing address of the corporation. This sample is only to be used as a guide in preparing Articles of Incorporation containing a statement of conversion. This sample meets the minimum statutory requirements; for other licensing, refer to the California Corporations Code commencing with sections 200, 1100 and 17540.1.



I hereby certify that the foregoing transcript of _____ signed _____ is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 30 2013

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State